

No. N00031422

STATE OF MISSOURI



Matt Blunt
Secretary of State

CORPORATION DIVISION
CERTIFICATE OF AMENDMENT AND RESTATEMENT
OF A
MISSOURI NONPROFIT CORPORATION

WHEREAS,

V.N.A. CORPORATION

a corporation organized under The Missouri Nonprofit Corporation Law has delivered to me duplicate originals of Articles of Amendment of its Articles of Incorporation and has in all respects complied with requirements of law governing the amendment of Articles of Incorporation under The Missouri Nonprofit Corporation Law, and that the Articles of Incorporation of said corporation are amended in accordance therewith.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 25th day of JANUARY, 2001.




Secretary of State

\$10.00

FILED

JAN 25 2001

**Articles of Amendment
for a Nonprofit Corporation**
(Submit in duplicate with filing fee of \$10.00)

The undersigned corporation, for the purpose amending its articles of incorporation, hereby executes the following articles of amendment:

- (1) The name of corporation is: V.N.A. Corporation
- (2) The amendment was adopted on December 19th, 2000, and replaced the current articles in their entirety with the attached Amended and Restated Articles of Incorporation
- (3) If approval of members was not required, and the amendment(s) was approved by a sufficient vote of the board of directors or incorporators, check here and skip to number (5): _____
- (4) If approval by members was required, check here and provide the following information: _____ X _____

A. Number of Memberships outstanding: 1

B. Complete either i or ii.

i. Number of votes for and against the amendment(s) by class was:

Class:	Number entitled to vote:	Number voting for:	Number voting against:
N/A	1	1	0

ii. Number of undisputed votes cast for the amendment(s) was sufficient for approval, and was:

Class:	Number voting undisputed:
_____	_____
_____	_____
_____	_____

The number of votes cast in favor of the amendment(s) by each class was sufficient for approval by that class.

- (5) If approval of the amendment(s) by some person(s) other than the members, the board or the incorporators was required pursuant to section 355.606, check here to indicate that approval was obtained: _____

In affirmation of the facts stated above:

Richard Roberson

President

9/22/01
(Date of signature)

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
V.N.A. CORPORATION

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SECRETARY OF STATE

- (1) The name of the corporation is V.N.A. Corporation.
- (2) This corporation is a Public Benefit Corporation.
- (3) The period of duration of the corporation is perpetual.
- (4) The name and address of the Registered Agent and Registered Office in Missouri is: Judith A. Vogelsmeier, 2304 E. Meyer Blvd., Suite A-10, Kansas City, Missouri 64132.
- (5) The names and addresses of the original incorporators:

Robert M. Beachy	9215 Ensley Leawood, KS 66206
Robert F. Redmond, III	9901 Fontana, Overland Park, KS 66207
Richard M. Erickson	8914 Maple Overland Park, KS 66207

- (6) The corporation is a membership corporation. The sole member of the corporation is Health Midwest Development Group, a Missouri public benefit corporation, which shall have the sole vote on all matters requiring a membership vote. The other conditions and rights of membership shall be established in the bylaws of the corporation from time to time.
- (7) Subject to the rights and authority of the sole member, the Board of Directors has the power and authority to supervise, control, direct and manage the property, affairs and activities of the corporation. The bylaws will fix the number of Directors, but the number must not be fewer than three. The bylaws will establish the manner of electing or appointing Directors and their respective terms.
- (8) The purposes for which the corporation is organized are to operate exclusively for religious, charitable, scientific, literary, and educational purposes, by engaging directly in the support of these purposes, and by making distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (including any amendments that may be made from time to time) (hereinafter the "Code") for use by these organizations in support of these purposes; and, except as herein restricted, to engage in any and all lawful activities incident to, and in furtherance of, the foregoing purposes, including, without limitation, the establishment, operation and maintenance of home health and visiting nurse programs for, or relating to, the care of the human mind and body, or any part thereof.
- (9) The corporation has all the powers conferred upon nonprofit corporations by the Nonprofit Corporation Act of the State of Missouri (as it now exists and as it may be amended), except that the corporation may not have or exercise any power, or engage directly or indirectly in any activity, that could invalidate its status as a corporation which is exempt from federal income taxation as an

organization described in Section 501(c)(3) of the Code or as a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

- (10) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles of Incorporation.
- (11) No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not, directly or indirectly, participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.
- (12) The corporation shall not operate for the purpose of carrying on a trade or business for profit.
- (13) Upon the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation by distributing them to the sole member, Health Midwest Development Group, to be used exclusively for religious, charitable, scientific, literary, or educational purposes, provided the sole member is then qualified under section 501(c)(3) of the Code. If it is not so qualified, the assets shall be distributed by the corporation exclusively for religious, charitable, scientific, literary, or educational purposes, either by direct distribution or by distribution to one or more organizations qualified under section 501(c)(3) of the Code and contributions to which are deductible under section 170(c) of the Code, as the board of directors of the corporation shall determine, subject to approval of the board of directors of Health Midwest Development Group. Any such assets not so disposed of shall be disposed of by the Circuit Court in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for the purposes set forth herein.
- (14) The effective date of this document is the date it is filed with the Secretary of State of Missouri.

FILED

JAN 25 2001

Matt Blunt
SECRETARY OF STATE